

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF NEW JERSEY

Case number (if known) Chapter 11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Miku, Inc.	
2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names		
3. Debtor's federal Employer Identification Number (EIN)	83-0616778	
4. Debtor's address	Principal place of business 10 Woodbridge Center Dr. Ste. 525 Woodbridge, NJ 07095 Number, Street, City, State & ZIP Code Middlesex County	Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code
5. Debtor's website (URL)		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify:	

Debtor **Miku, Inc.** Case number (if known) _____
Name

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3343

8. Under which chapter of the Bankruptcy Code is the debtor filing? *Check one:*

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725 (amount subject to adjustment on 04/01/25 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D) and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
☐ Yes.

Debtor **Miku, Inc.** Case number (if known) _____
Name

List all cases. If more than 1,
attach a separate list

Debtor Relationship
District When Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☒ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☒ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Miku, Inc.** Case number (if known) _____
Name

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **August 14, 2023**
MM / DD / YYYY

X **/s/ Johann Fernando** *Johann Fernando*
Signature of authorized representative of debtor

Johann Fernando
Printed name

Title **CEO**

18. Signature of attorney **X** **/s/ Morris S. Bauer, Esq.**
Signature of attorney for debtor

Date **August 14, 2023**
MM / DD / YYYY

Morris S. Bauer, Esq.
Printed name

Duane Morris LLP
Firm name

One Riverfront Plaza
1037 Raymond Blvd., Suite 1800
Newark, NJ 07102
Number, Street, City, State & ZIP Code

Contact phone **973-424-2000**

Email address **msbauer@duanemorris.com**

039711990 NJ
Bar number and State

RESOLUTION OF BOARD OF DIRECTORS OF MIKU, INC.

I, Johann Fernando, the CEO of Miku, Inc. (the "Company"), a corporation of the State of Delaware, hereby certify that at a Special Meeting of the Board of Directors (the "Board") of said corporation being held on the 10th day of August, 2023 in accordance with the organizational documents of the Company and applicable state laws, the Board adopts the following resolutions (these "Resolutions") with respect to the Company:

Chapter 11 Filing

WHEREAS, the Board, along with their legal and financial advisors, has considered the liquidity, financial, and operational condition, including capital resources, and sources and uses of cash, of the Company and its current lending arrangements in respect to meeting such Company's short-term liquidity needs;

WHEREAS, the Board has reviewed the historical performance and results of the Company, the market in which the Company operates, its current, short-term, and long-term future liquidity needs, its business prospects, and its current and long-term liabilities;

WHEREAS, the Board has considered and evaluated other lending arrangements and sources of liquidity in meeting the Company's short-term liquidity needs;

WHEREAS, the Board has reviewed the materials presented by the Company's financial, operative, legal, and other advisors and has engaged in numerous and extensive discussions (including, without limitation, with its management and such advisors) regarding, and have had the opportunity to fully consider, the Company's financial condition, including its capital resources and uses of cash, liabilities, and liquidity position, the strategic alternatives available to it, the impact of the foregoing on the Company's business and operations, and the advisability of entering into restructuring arrangements;

WHEREAS, the Board has had the opportunity to consult with the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company;

WHEREAS, the Board has determined that taking the actions set forth below are advisable and in the best interests of the Company to preserve and protect its ordinary course of business and therefore, the Board Entity recommends the adoption of the following resolutions:

NOW, THEREFORE, BE IT RESOLVED that in the business judgment of the Board, it is desirable and in the best interests of the Company and its respective creditors and other parties-in-interest that the Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (the "Chapter 11 Case") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") commencing the Chapter 11 Case in the United States Bankruptcy Court for the District of New Jersey (the "Bankruptcy Court"), including exercising the election to proceed under Subchapter V, if deemed appropriate under the circumstances;

BE IT FURTHER RESOLVED that Johann Fernando on behalf of the Company (the “Authorized Person”) be, and hereby is, authorized, empowered, and directed to execute and file, or cause to be filed, with the Bankruptcy Court, the petition, schedules, lists, motions, applications, pleadings, and any other necessary papers or documents, including any amendments thereto, and to take any and all action and perform any and all further deeds that are deemed necessary or proper to obtain chapter 11 bankruptcy relief, including but not limited to motions to obtain debtor in possession financing, the use of cash collateral and provide adequate protection therefor, for the sale of substantially all of the assets, or in connection with the Chapter 11 Case, with a view to the successful prosecution of such Chapter 11 Case, including the negotiation of such additional agreements, modifications, supplements, reports, documents, instruments, applications, notes, or certificates that may be required and/or the payment of all fees, consent payments, taxes, and other expenses as any such Authorized Person, in his/her sole discretion, may approve or deem necessary, appropriate, or desirable in order to carry out the intent and accomplish the purposes of the resolutions herein and the transactions contemplated thereby;

BE IT FURTHER RESOLVED that all acts and deeds previously performed by any of the officers of the Companies prior to the adoption of the foregoing recitals and resolutions that are within the authority conferred by the foregoing recitals and resolutions are hereby ratified, confirmed, and approved in all respects as the authorized acts and deeds of the Companies.

Retention of Professionals

WHEREAS, the Board has considered the retention of financial and legal advisors by the Company;

NOW, THEREFORE, BE IT RESOLVED that the Authorized Person of the Company be, and hereby is, authorized, empowered and directed to employ the law firm of (i) Duane Morris LLP (“DM”) as general bankruptcy co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, the Authorized Person, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of DM;

BE IT FURTHER RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized, empowered and directed to re-engage Persient Investment Banking and Independent Investment Bankers, Corp. (“Persient”) to continue to seek prospective purchasers of the Company or the Company’s assets; and in connection therewith, the Authorized Person, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of Persient. In the event that Persient decides not to proceed with the engagement, the Authorized Person may proceed to engage an alternative person for such purpose;

BE IT FURTHER RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed to employ any other professionals to assist the Company

in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Person, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, proper or convenient; and

BE IT FURTHER RESOLVED, that the Authorized Person of the Company be, and hereby is, with the power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that the Authorized Person deems necessary, proper, or desirable in connection with the Company's Chapter 11 Case, with a view to the successful prosecution of such case.

Debtor-in-Possession Financing, Cash Collateral and Adequate Protection

WHEREAS, to facilitate the Company's ongoing operations, the Board has determined that the Company will obtain benefits from the use of cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), some of which may be security for certain prepetition secured lenders (collectively, the "Lenders") and to obtain additional post-petition financing from Lenders (the "DIP Financing") by entering into Superpriority and Secured DIP Financing Agreements (the "DIP Financing Agreement") therewith, which DIP Financing Agreement includes milestones relating to the sale of substantially all of the Company's assets to Lenders or such higher or better offer; and WHEREAS, in order to use and obtain the benefits of the Cash Collateral and the DIP Financing in accordance with section 363 and 364 of the Bankruptcy Code, it is contemplated that the Company will provide certain liens, claims, and other adequate protection to the Lenders, as documented in proposed interim and final orders (collectively, the "DIP Financing Orders") to be submitted for approval to the Bankruptcy Court;

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed to (i) grant security interests and liens in any real, personal, or other property belonging to or under the control of each Company as security for its use of Cash Collateral and to obtain DIP Financing by execution of the DIP Financing Agreement; and (ii) execute and deliver any and all security agreements, pledges, mortgages, deeds of trust, and other security instruments to effectuate the grant of such security interests and liens related to such Company's use of Cash Collateral and obtaining of DIP Financing;

BE IT FURTHER RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed to file, or cause to be filed, any Uniform Commercial Code (the "UCC") financing statements, any other equivalent filings, any intellectual property filings and recordation, and any necessary assignments for security or other documents in the name of the Company that may be necessary or appropriate to perfect any lien or security interest granted under the DIP Financing Orders;

BE IT FURTHER RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed to take all such further actions in connection with the foregoing resolutions that are, in the Authorized Person's business judgment, necessary, desirable,

proper, advisable, or reasonable to perform any of the Company's obligations under or in connection with the DIP Financing Orders and the transactions contemplated therein.

Sale of Substantially All of the Company's Asset to the Lenders

WHEREAS, the Board has determined that it is in the best interest of creditors, parties in interest and the estate that substantially all of the Company's assets be sold free and clear of all liens, claims, interests and encumbrances pursuant to section 363 of the Bankruptcy Code (the "Sale") and that the Company proceed with the execution of an asset purchase agreement with the Lenders as the Stalking Horse Bidder (the "Stalking Horse Agreement"), which Sale will be submitted for approval to the Bankruptcy Court subject to higher and better offers (the "Sale Motion") for the purpose of obtain the entry of an order of the Bankruptcy Court approving the Sale (the "Sale Order");

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed to executed the Stalking Horse Agreement; and

BE IT FURTHER RESOLVED, that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed to take all such further actions in connection with the foregoing resolutions that are, in the Authorized Person's business judgment, necessary, desirable, proper, advisable, or reasonable to perform any of the Company's obligations under or in connection with the Stalking Horse Agreement, the Sale, the Sale Motion, the Sale Order and the transactions contemplated therein.

Other Authorization and Ratification


BE IT FURTHER RESOLVED that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed, in the name of and on behalf of the Company, to take all actions with respect to the transactions contemplated by these Resolutions as such Authorized Person shall deem necessary, appropriate, or desirable in such Authorized Person's reasonable business judgement as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated in these Resolutions;

BE IT FURTHER RESOLVED that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause such Company to enter into, execute, deliver, certify, file, and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, and to take such other action, as in the judgment of such person shall be or become necessary, proper, and desirable to prosecute to a successful completion the Chapter 11 Case, including, but not limited to, implementing the foregoing Resolutions and the transactions contemplated by these Resolutions;

BE IT FURTHER RESOLVED that the Authorized Person of the Company be, and hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing Resolutions;

BE IT FURTHER RESOLVED that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified.

IN WITNESS WHEREOF, I have hereunto set my hand on this 14 day of August, 2023.



Johann Fernando, CEO

The above is a true copy of the Minute of a Special Meeting held by the Board of Directors of the Company day and year stated above.



Secretary

Fill in this information to identify the case:

Debtor name Miku, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 14, 2023

X /s/ Johann Fernando

Signature of individual signing on behalf of debtor

Johann Fernando

Printed name

CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **Miku, Inc.**
 United States Bankruptcy Court for the: **DISTRICT OF NEW JERSEY**
 Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Thundercomm IOT Technology Hong Kong Co. Room 1901 19/F. Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong	lingmin.li@thundercomm.com		Disputed			\$1,413,297.22
Boston Children's Hospital Research Finance Bank of America P.O. Box 414413 Boston, MA 02241-4413	tobias.loddenkemper@childrens.harvard.edu					\$107,664.00
Novelda/Xethro Novelda AS Gjerdrums vei 8 0484 Oslo Norway	rob.sharpe@novelda.com					\$87,000.00
Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP 550 Allerton Street Redwood City, CA 94063	accounting@gunderson.com					\$86,464.40
Robin Bhattacharyya 9 Harmon Drive Tinton Falls, NJ 07724	robin@mikucare.com					\$60,320.00
Input Logic Inc. 10 Victoria Crescent Nanaimo, Ontario, Canada V94 5B9	laura@inputlogic.ca					\$55,200.00

Debtor **Miku, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Brian Fallon Inc. 17 Bristol Road Manalapan, NJ 07726	brian@brianfallon.com					\$33,650.00
Barnes & Thornburg LLP 11 South Meridian Street Indianapolis, IN 46204-3535	kara.jeter@btlaw.com					\$29,325.00
Babylist Inc 1625 Clay Street Suite 500 Oakland, CA 94612	accounting@babylist.com					\$26,666.67
Woodbridge Office Tower, LLC c/o Atlantic Realty Development Corp. 90 Woodbridge Center Drive, Suite 600 Woodbridge, NJ 07095	kevin.carlton@cuswake.com		Contingent Unliquidated Disputed			\$26,487.36
Six Overground LLC 59 Villanova Drive Freehold, NJ 07728	hello@sixoverground.com					\$16,750.00
Sophie Buechert 1330 Factory Place Los Angeles, CA 90013	sophie@mikucare.com					\$14,930.00
Tinuiti Inc. P.O. Box 28415 New York, NY 10087-8415	billing@tinuiti.com					\$14,862.17
The Last Layer 1011 Beech Avenue Torrance, CA 90501	thelastlayer@pdmcpas.com					\$12,495.00
Michael J Melli 20 White Street Shrewsbury, NJ 07702	mike@foundermark.com					\$12,000.00
Mutesix, LLC P.O. Box 22899 New York, NY 10087-2898	accounting@matesix.com					\$11,230.16
Pi.Pe Gmbh Rheinsberger Strass 76/77 Berlin 10115 Germany	simon@pi.pe					\$10,243.00

Debtor **Miku, Inc.**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Rakuten Marketing LLC 6985 Union Park Center Suite 300 Salt Lake City, UT 84047	dana.a.murray@rakuten.com					\$7,080.41
Lamorte & Associates, P.C. 985 Reading Avenue P.O. Box 434 Yardley, PA 19067	aaounting@uspatlaw.com					\$6,477.75
Prism Fly, LLC 621 North Robinson Avenue Oklahoma City, OK 73102	yaseen@prismfly.com					\$5,675.00

Fill in this information to identify the case:

Debtor name Miku, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)

1a. **Real property:**

Copy line 88 from *Schedule A/B*..... \$ 0.00

1b. **Total personal property:**

Copy line 91A from *Schedule A/B*..... \$ 3,696,093.50

1c. **Total of all property:**

Copy line 92 from *Schedule A/B*..... \$ 3,696,093.50

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*..... \$ 3,031,412.07

3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)

3a. **Total claim amounts of priority unsecured claims:**

Copy the total claims from Part 1 from line 5a of *Schedule E/F*..... \$ 0.00

3b. **Total amount of claims of nonpriority amount of unsecured claims:**

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*..... +\$ 2,068,604.67

4. **Total liabilities**
Lines 2 + 3a + 3b

\$ 5,100,016.74

Fill in this information to identify the case:Debtor name Miku, Inc.United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents**1. Does the debtor have any cash or cash equivalents?**

- ☐ No. Go to Part 2.
☒ Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor**Current value of debtor's interest****3. Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)

Type of account

Last 4 digits of account number

3.1. JP Morgan Bankchecking account9811\$19,172.003.2. Silicon Valley Bankchecking account5963\$1,974.003.3. Silicon Valley Bankchecking account7621\$793.59**4. Other cash equivalents (Identify all)****5. Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$21,939.59**Part 2: Deposits and Prepayments****6. Does the debtor have any deposits or prepayments?**

- ☐ No. Go to Part 3.
☒ Yes Fill in the information below.

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

7.1. Security Deposits - See attached Rider - 1\$36,029.00

Debtor **Miku, Inc.** Case number (If known) _____
Name

8. **Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**
Description, including name of holder of prepayment

8.1. **Prepayments- See attached Rider - 2** **\$114,386.00**

9. **Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$150,415.00

Part 3: Accounts receivable

10. **Does the debtor have any accounts receivable?**

- ☐ No. Go to Part 4.
☒ Yes Fill in the information below.

11. **Accounts receivable**

11a. 90 days old or less: **25,442.91** - **0.00** = **\$25,442.91**
face amount doubtful or uncollect ble accounts

11b. Over 90 days old: **104,770.00** - **49,795.00** = **\$54,975.00**
face amount doubtful or uncollect ble accounts

12. **Total of Part 3.**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$80,417.91

Part 4: Investments

13. **Does the debtor own any investments?**

- ☒ No. Go to Part 5.
☐ Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. **Does the debtor own any inventory (excluding agriculture assets)?**

- ☐ No. Go to Part 6.
☒ Yes Fill in the information below.

	General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19.	Raw materials				
20.	Work in progress				
21.	Finished goods, including goods held for resale Finished goods, including goods held for resale- See attached Rider - 4		\$1,324,764.00		\$1,324,764.00

Debtor Miku, Inc. Case number (if known) _____
Name

22. **Other inventory or supplies**

23. **Total of Part 5.**

Add lines 19 through 22. Copy the total to line 84.

\$1,324,764.00

24. **Is any of the property listed in Part 5 perishable?**

- ☒ No
☐ Yes

25. **Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?**

- ☒ No
☐ Yes. Book value _____ Valuation method _____ Current Value _____

26. **Has any of the property listed in Part 5 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. **Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?**

- ☒ No. Go to Part 7.
☐ Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- ☐ No. Go to Part 8.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture Office Furniture - See attached Rider - 4	\$65,793.00		\$65,793.00
40.	Office fixtures			
41.	Office equipment, including all computer equipment and communication systems equipment and software Office Equipment - See attached Rider - 4	\$57,106.00		\$57,106.00

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$122,899.00

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- ☒ No
☐ Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- ☒ No
☐ Yes

Debtor **Miku, Inc.** Case number (If known) _____
Name

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☐ No. Go to Part 9.
☒ Yes Fill in the information below.

	General description Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
47.	Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles			
48.	Watercraft, trailers, motors, and related accessories <i>Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels</i>			
49.	Aircraft and accessories			
50.	Other machinery, fixtures, and equipment (excluding farm machinery and equipment) Demo units and machinery - See attached Rider - 5	\$949,707.00		\$949,707.00

51. **Total of Part 8.**
Add lines 47 through 50. Copy the total to line 87.

\$949,707.00

52. Is a depreciation schedule available for any of the property listed in Part 8?

- ☒ No
☐ Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- ☒ No
☐ Yes

Part 9: Real property

54. Does the debtor own or lease any real property?

- ☒ No. Go to Part 10.
☐ Yes Fill in the information below.

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
☒ Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60.	Patents, copyrights, trademarks, and trade secrets See attached Rider - 5	\$1,045,951.00		\$1,045,951.00

61. **Internet domain names and websites**

62. **Licenses, franchises, and royalties**

63. **Customer lists, mailing lists, or other compilations**

Debtor Miku, Inc. Case number (If known) _____
Name

64. **Other intangibles, or intellectual property**

65. **Goodwill**

66. **Total of Part 10.**

\$1,045,951.00

Add lines 60 through 65. Copy the total to line 89.

67. **Do your lists or records include personally identifiable information of customers** (as defined in 11 U.S.C. §§ 101(41A) and 107?

☒ No

☐ Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

☒ No

☐ Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

☒ No

☐ Yes

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

☒ No. Go to Part 12.

☐ Yes Fill in the information below.

Debtor Miku, Inc. Case number (if known) _____
Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$21,939.59	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$150,415.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$80,417.91	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$1,324,764.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$122,899.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$949,707.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$1,045,951.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$0.00	
91. Total. Add lines 80 through 90 for each column	\$3,696,093.50	\$0.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$3,696,093.50

Fill in this information to identify the case:

Debtor name Miku, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- ☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

		Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
2.1	W67, LLC <small>Creditor's Name</small> c/o Greenberg Traurig Attn. Jeffrey Wolf, Esq. One International Place, Suite 2000 Boston, MA 02110 <small>Creditor's mailing address</small> <small>Creditor's email address, if known</small> Date debt was incurred April 20, 2023 Last 4 digits of account number Do multiple creditors have an interest in the same property? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Specify each creditor, including this creditor and its relative priority.	Describe debtor's property that is subject to a lien All assets of Miku, Inc. Describe the lien UCC Financing Statement Is the creditor an insider or related party? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes Is anyone else liable on this claim? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Fill out <i>Schedule H: Codebtors</i> (Official Form 206H) As of the petition filing date, the claim is: Check all that apply <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$3,031,412.07 Unknown

3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.

\$3,031,412.07

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address

On which line in Part 1 did you enter the related creditor?

Last 4 digits of account number for this entity

Fill in this information to identify the case:

Debtor name **Miku, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF NEW JERSEY**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

☒ No. Go to Part 2.

☐ Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim
3.1	Nonpriority creditor's name and mailing address AMDX LLC 159 20th Street 3rd Floor 22 Brooklyn, NY 11232 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$4,781.00
3.2	Nonpriority creditor's name and mailing address Ashton Harmelink 59 Westview Drive Milford, IA 51351 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$650.00
3.3	Nonpriority creditor's name and mailing address Babylist Inc 1625 Clay Street Suite 500 Oakland, CA 94612 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$26,666.67
3.4	Nonpriority creditor's name and mailing address Barnes & Thornburg LLP 11 South Meridian Street Indianapolis, IN 46204-3535 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes \$29,325.00

Debtor	Miku, Inc. Name _____	Case number (if known) _____
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3.5	Nonpriority creditor's name and mailing address BDO Canada LLP - Wire 222 Bay Street Suite 2200, P.O. Box 131 Toronto, ON M5K 1H1 Canada Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$267.50
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3.6	Nonpriority creditor's name and mailing address Boston Children's Hospital Research Finance Bank of America P.O. Box 414413 Boston, MA 02241-4413 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$107,664.00
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3.7	Nonpriority creditor's name and mailing address Brian Fallon Inc. 17 Bristol Road Manalapan, NJ 07726 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$33,650.00
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3.8	Nonpriority creditor's name and mailing address Bridney Hergert 1980 Crystal Beach Avenue Shuniah, Ontario, Canada P7A8E2 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,000.00
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3.9	Nonpriority creditor's name and mailing address Commerce Technologies LLC 25736 Network Place Chicago, IL 60673 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$113.76
-----	--	---	-----------------

3.10	Nonpriority creditor's name and mailing address Criteo 387 Park Ave South 12th Floor New York, NY 10016 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,671.59
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3.11	Nonpriority creditor's name and mailing address Drishti Lakhia 2140 Creswell Drive Beavercreek, OH 45434 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$40.37
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Debtor	Miku, Inc. Name _____	Case number (if known) _____
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3.12	Nonpriority creditor's name and mailing address Fedex - ACH P.O. Box 7221 Pasadena, CA 91109-7321 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,453.46
<hr/>			
3.13	Nonpriority creditor's name and mailing address GRIN Technologies, Inc. 400 Capitol Mall, FL 9 Sacramento, CA 95814 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,800.00
<hr/>			
3.14	Nonpriority creditor's name and mailing address Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP 550 Allerton Street Redwood City, CA 94063 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$86,464.40
<hr/>			
3.15	Nonpriority creditor's name and mailing address ID.ME, Inc. 8280 Greensboro Dr., Suite 800 Mc Lean, VA 22102 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2.00
<hr/>			
3.16	Nonpriority creditor's name and mailing address Independent Investment Bankers, Corp. Attn: Dante Fichera 2900 N. Quinlan Park Rd., Suite #240-235 Austin, TX 78732 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
<hr/>			
3.17	Nonpriority creditor's name and mailing address Input Logic Inc. 10 Victoria Crescent Nanaimo, Ontario, Canada V94 5B9 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$55,200.00
<hr/>			
3.18	Nonpriority creditor's name and mailing address Lamorte & Associates, P.C. 985 Reading Avenue P.O. Box 434 Yardley, PA 19067 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$6,477.75

Debtor	Miku, Inc. Name _____	Case number (if known) _____
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3.19	Nonpriority creditor's name and mailing address Maslon LLP 90 South 7th Street Suite 3300 Minneapolis, MN 55402 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,204.00
<hr/>			
3.20	Nonpriority creditor's name and mailing address Meadow Lane Group Llc 13488 Maxella Avenue 316 Marina Del Rey, CA 90292 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$2,250.00
<hr/>			
3.21	Nonpriority creditor's name and mailing address Megan Le Bas 3370 Tareco Drive Los Angeles, CA 90068 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,300.00
<hr/>			
3.22	Nonpriority creditor's name and mailing address Michael J Melli 20 White Street Shrewsbury, NJ 07702 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$12,000.00
<hr/>			
3.23	Nonpriority creditor's name and mailing address Miller Barondess LLP 1999 Avenue of the Stars Suite 1000 Los Angeles, CA 90067 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,020.66
<hr/>			
3.24	Nonpriority creditor's name and mailing address Mutesix, LLC P.O. Box 22899 New York, NY 10087-2898 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$11,230.16
<hr/>			
3.25	Nonpriority creditor's name and mailing address Narvar, Inc. 3 E. Third Avenue, Suite 211 San Mateo, CA 94401 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,308.00

Debtor	Miku, Inc. Name _____	Case number (if known) _____
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3.26	Nonpriority creditor's name and mailing address Novelda/Xethro Novelda AS Gjerdrums vei 8 0484 Oslo Norway Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$87,000.00
<hr/>			
3.27	Nonpriority creditor's name and mailing address Perseint LLC Attn: Ashish Jariwala 4225 Executive Square, #600 La Jolla, CA 92037 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	Unknown
<hr/>			
3.28	Nonpriority creditor's name and mailing address Pi.Pe Gmbh Rheinsberger Strass 76/77 Berlin 10115 Germany Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$10,243.00
<hr/>			
3.29	Nonpriority creditor's name and mailing address Prism Fly, LLC 621 North Robinson Avenue Oklahoma City, OK 73102 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$5,675.00
<hr/>			
3.30	Nonpriority creditor's name and mailing address Province of British Columbia PO Box 9412 STN PROV GOFT Victoria, Ontario, Canada V8W 9V1 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$1,424.19
<hr/>			
3.31	Nonpriority creditor's name and mailing address Rakuten Marketing LLC 6985 Union Park Center Suite 300 Salt Lake City, UT 84047 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$7,080.41
<hr/>			
3.32	Nonpriority creditor's name and mailing address Robin Bhattacharyya 9 Harmon Drive Tinton Falls, NJ 07724 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$60,320.00

Debtor	Miku, Inc. Name _____	Case number (if known) _____
--------	---------------------------------	------------------------------

3.33	Nonpriority creditor's name and mailing address Six Overground LLC 59 Villanova Drive Freehold, NJ 07728 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$16,750.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.34	Nonpriority creditor's name and mailing address Sophie Buechert 1330 Factory Place Los Angeles, CA 90013 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$14,930.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.35	Nonpriority creditor's name and mailing address The Bluebird Group LLC 81 South 9th Street Suite 420 Minneapolis, MN 55402 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,500.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.36	Nonpriority creditor's name and mailing address The Last Layer 1011 Beech Avenue Torrance, CA 90501 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$12,495.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.37	Nonpriority creditor's name and mailing address Thundercomm IOT Technology Hong Kong Co. Room 1901 19/F. Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$1,413,297.22 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.38	Nonpriority creditor's name and mailing address Tinuiti Inc. P.O. Box 28415 New York, NY 10087-8415 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$14,862.17 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.39	Nonpriority creditor's name and mailing address Woodbridge Office Tower, LLC c/o Atlantic Realty Development Corp. 90 Woodbridge Center Drive, Suite 600 Woodbridge, NJ 07095 Date(s) debt was incurred ____ Last 4 digits of account number ____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$26,487.36 <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: ____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 3: List Others to Be Notified About Unsecured Claims

Debtor **Miku, Inc.**
Name

Case number (if known)

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2
Lines 5a + 5b = 5c.

Total of claim amounts

5a. \$ 0.00

5b. + \$ 2,068,604.67

5c. \$ 2,068,604.67

Fill in this information to identify the case:

Debtor name **Miku, Inc.**

United States Bankruptcy Court for the: **DISTRICT OF NEW JERSEY**

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

☐ No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.

☒ Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest **Management Liability Package Policy**

State the term remaining **May 10, 2024**

List the contract number of any government contract _____

**Allied World Specialty Insurance
1690 New Britain Ave., Suite 101
Farmington, CT 06032**

2.2. State what the contract or lease is for and the nature of the debtor's interest **Cyber Policy**

State the term remaining **June 21, 2024**

List the contract number of any government contract _____

**Coalition Insurance Solutions, Inc.
55 2nd St., Suite 2500
San Francisco, CA 94105**

2.3. State what the contract or lease is for and the nature of the debtor's interest **General Liability and Excess**

State the term remaining **May 21, 2024**

List the contract number of any government contract _____

**Great American E&S Ins. Co.
P&C Legal
301 East Fourth St.
Cincinnati, OH 45202-4269**

2.4. State what the contract or lease is for and the nature of the debtor's interest **Commercial Inland Marine insurance**

State the term remaining **January 7, 2024**

List the contract number of any government contract _____

**Liberty Mutual Insurance Company
175 Berkeley St., 6th Floor
Boston, MA 02116**

Debtor 1 **Miku, Inc.**

First Name

Middle Name

Last Name

Case number (if known)

Additional Page if You Have More Contracts or Leases

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5. State what the contract or lease is for and the nature of the debtor's interest **Professional Liability**

State the term remaining **June 21, 2024**

List the contract number of any government contract

**Palomar Excess and Surplus Ins. Co.
7979 Ivanhoe
La Jolla, CA 92037**

2.6. State what the contract or lease is for and the nature of the debtor's interest **Storage, warehousing, fulfillment, shipment, etc.**

State the term remaining **month to month - 90 day termination notice**

List the contract number of any government contract

**Shipcalm LLC
Attn: General Counsel
2882 Whiptail Loop E, Suite 150
Carlsbad, CA 92010**

2.7. State what the contract or lease is for and the nature of the debtor's interest **Rent at \$26.00 PSF, \$10,636.17 Monthly Base Rent plus additional rent equal to Proportionate Share (2.34%) of all operating costs exceeding the Base Year of 2014. November 30, 2023**

State the term remaining

List the contract number of any government contract

**Woodbridge Office Tower, LLC
c/o Atlantic Realty Development Corp.
90 Woodbridge Center Drive, Suite 600
Woodbridge, NJ 07095**

Fill in this information to identify the case:

Debtor name Miku, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 206H
Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- ☒ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- ☐ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

RIDER – 1

Security Deposits

Woodbridge Office Tower
90 Woodbridge Center Drive Ste 600
Woodbridge NJ 07095
Deposit balance = \$10,636.17

Dickinson Wright LLP
199 Bay Street Ste 2200
Toronto, Ontario Canada
M5L 1G4
Deposit balance = \$392.99

Jackson Lewis PC
1133 Westchester Ave Ste S125
West Harrison NY 10604
Deposit balance = \$5,000.00

Costco
999 Lake Drive NE
Issaquah, WA 98027-2030
Deposit balance = \$15,000.00

Maslon LLP
3300 Wells Fargo Center
90 South 7th Street
Minneapolis MN 55402
Deposit balance = \$5,000.00

RIDER – 2

Date	Vendor/Account	Invoice/Bill Ref #/Notes & Term:	2023												2023 Balance
			January	February	March	April	May	June	July	August	September	October	November	December	
7/29/2022	Muck Rack (6102)														(0.00)
	1 yr subscription (7/29/22 - 7/28/23)														
8/8/2022	SmartSheet (6206)														
	1 yr subscription (8/8/22 - 8/7/23)														
9/6/2022	PitchBook Data (6218)														
	Subscription 8/25/22 - 8/24/23														
9/21/2022	Teamviewer.com (6218)														
	1 yr subscription (9/21/22 - 9/20/23)														
10/15/2022	Bazaarvoice, Inc. (6045)														
	Service period (10/15/22 - 10/14/23)														
11/7/2022	Wright's Media (6106)														
	9/16/22 - 9/15/23 License														
12/3/2022	SPS Commerce (6206)														
	12/3/22 - 12/3/23 Subscription														
1/30/2023	Mondav.com (6218)														
	1/15/23 - 1/14/24 Subscription														
1/31/2023	Fishbowl Inventory (6218)														
	May 2023 - April 2024														
2/10/2023	Zendesk (6218)														
	Feb 2023 - Jan 2024														
1/23/2023	Wright's Media (6106)														
	The Bump Magazine - 9/29/22 - 9/28/23														
2/24/2023	Mathworks (6206)														
	Mar 2023 - Feb 2024 License														
2/16/2023	Dropbox (6102)														
	Feb 2023 - Jan 2024														
3/1/2023	Narvar (6102)														
	3/1/23 - 2/29/24 Annual Fees														
3/6/2023	Carta (6218)														
	Annual Fee														
4/2/2023	Route This Inc (6218)														
	4/1/23 - 6/30/23 Subscription														
3/31/2023	ELPS (6226)														
	Q2 maintenance & support														
5/24/2023	Persient (6210)														
	June 2023 Services														
5/24/2023	Meadowlark Consulting Group (6210)														
	May - July Coaching														
5/8/2023	Johl & Co (6220)														
	D&O Policy 5/10/23 - 5/10/24														
5/19/2023	Johl & Co (6220)														
	GI & XL Ins 5/21/23 - 5/21/24														
5/22/2023	Jock Thompson (6409)														
	June COBRA reimbursement														
5/5/2023	Zendesk (6218)														
	Temporary seats for May and June														
6/23/2023	SmartSheet (6206)														
	6/24/23 - 6/23/24														
6/20/2023	Johl & Co (6220)														
	6/20/24														
6/20/2023	Jock Thompson (6409)														
	July COBRA reimbursement														
6/15/2023	The Last Layer (6115)														
	July PR Retainer														
			\$ 78,225.58	\$ 107,391.99	\$ 111,091.69	\$ 101,430.06	\$ 133,048.08	\$ 114,386.32	\$ 85,996.87	\$ 69,092.77	\$ 55,603.94	\$ 43,856.84	\$ 32,109.78	\$ 22,864.83	\$ 22,864.83

Prepaid Expense Vendors (as of June 30, 2023)

Muck Rack LLC
96 Spring Street
7th Floor
New York NY 10012

Smartsheet
500 108th Ave NE Ste 200
Bellvue WA 98004

PitchBook Data Inc
901 Fifth Avenue Ste 1200
Seattle WA 98164

Teamviewer
Address unknown - credit card payment, invoice not provided

Bazaarvoice Inc
10901 Stonelake Boulevard
Austin TX 78759

Wright's Media LLC
2407 Timberloch Place Ste B
The Woodlands TX 77380-1039

SPS Commerce Inc
333 South Seventh Street Ste 1000
Minneapolis MN 55402

Fishbowl Inventory
Address unknown - credit card payment, invoice not provided

Zendesk Inc
Dept CH 19895
Palatine IL 60055-9895

Mathworks
PO Box 21301
New York NY 10087-1301

Dropbox
Address unknown - credit card payment, invoice not provided

Narvar Inc
3 E Third Ave, Ste 211
San Mateo CA 94401

Carta
Address unknown - credit card payment, invoice not provided

Route This Inc
165 King Street WEst
Kitchener ON N2G 1A1

Pi.pe GmbH
Rheinsberger Strasse 76/77
Berlin 10115
Germany

Persient LLC
Unknown - payment sent by wire transfer

Meadowlark Consulting Group
101 South Santa Cruz Avenue #972
Los Gatos CA 95031

Johl & Company
199 Center Ave
Westwood NJ 07675

Jock Thompson
119 Saddlebridge Ln
Franklin TN 37069

The Last Layer
1011 Beech Avenue
Torrance CA 90501

RIDER – 3

SKU	Item description	ShipCalm CA	ShipCalm IN	AMAZON FBA	Tradeport	July In Transit	TOTAL QTY
VBMO1L08S01 - MP101	Smart Baby Monitor - V1.2	353					353
WM0101	Wall Mount Kit - V1	1					1
TC01S01	Travel Case - V1	1571					1571
MP-101A1	Miku Pro Baby Monitor - V2	1173		0			1173
MS01S01	Floor Stand - V1	0					0
PS01S01	Power Supply - V1	164					164
MP-011W1	Wall Mount Kit - V2	3944					3944
MP-011C1	Power Supply - V2	2203					2203
MP-011T1	Travel Case - V2	2613					2613
MP-011S1	Floor Stand - V2	11919					11919
MP-100A1	Miku Pro Solo	143					143
MP-101A1REFURB	2 Miku Pro Baby Monitor - REFURBISHED		0		436		436
MP-011S1REFURB	V2 Floor Stand - REFURBISHED		310				310

RIDER – 4

Miku – Asset Summary for Accounts

Jun 1 2023 to Jun 30 2023

Generated by AssetAccountant™

7/31/2023

Name	Status	Opening (Jun 1 2023)		Current Period			Disposal		Closing (Jun 30 2023)	
		Cost	WDV	Acquisitions/Transfers	Depreciation	Proceeds	Profit/Loss	Cost	Accum Depn	WDV
Computers										
14" MacBook Pro	Active	\$2,721	\$1,889	-	(\$76)	-	-	\$2,721	(\$907)	\$1,814
16" MacBook Pro Silver for N Hall	Active	\$4,557	\$3,165	-	(\$127)	-	-	\$4,557	(\$1,519)	\$3,038
3 - 14" ThinkPad X1 Carbon Gen 9 Intel Computer	Active	\$5,545	\$4,159	-	(\$154)	-	-	\$5,545	(\$1,540)	\$4,005
Apple	Active	\$3,303	\$2,753	-	(\$92)	-	-	\$3,303	(\$642)	\$2,661
Applecom Computer for Eric White	Active	\$4,584	\$2,292	-	(\$127)	-	-	\$4,584	(\$2,419)	\$2,165
Asus G713QR Laptop	Active	\$2,068	\$1,207	-	(\$57)	-	-	\$2,068	(\$919)	\$1,149
Computers - NO DETAIL	Active	\$5,756	\$1,759	-	(\$160)	-	-	\$5,756	(\$4,157)	\$1,599
Dell	Active	\$1,137	\$379	-	(\$32)	-	-	\$1,137	(\$789)	\$347
Dell	Active	\$1,159	\$386	-	(\$32)	-	-	\$1,159	(\$805)	\$354
Dell	Active	\$1,137	\$379	-	(\$32)	-	-	\$1,137	(\$789)	\$347
Lenovo	Active	\$1,788	\$993	-	(\$50)	-	-	\$1,788	(\$844)	\$944
Lenovo 14" ThinkPad Laptop	Active	\$2,871	\$1,835	-	(\$80)	-	-	\$2,871	(\$1,117)	\$1,754
Lenovo 14" ThinkPad Laptop	Active	\$2,709	\$1,731	-	(\$75)	-	-	\$2,709	(\$1,054)	\$1,655
Miku machine learning server	Active	\$12,890	\$10,742	-	(\$215)	-	-	\$12,890	(\$2,363)	\$10,527
NVidia Quadro RTX A6000 Graphics Card	Active	\$4,881	\$3,254	-	(\$136)	-	-	\$4,881	(\$1,763)	\$3,119
Computers Total		\$57,106	\$36,921	-	(\$1,443)	-	-	\$57,106	(\$21,628)	\$35,478
Furniture & Fixtures										
5/25/19 Balance - NO DETAIL AVAILABLE	Active	\$38,428	\$9,722	-	(\$278)	-	-	\$38,428	(\$28,983)	\$9,445
Arnold's Office Furniture	Active	\$22,161	\$20,578	-	(\$264)	-	-	\$22,161	(\$1,847)	\$20,314
Mobile Shelving	Active	\$1,500	\$1,196	-	(\$18)	-	-	\$1,500	(\$321)	\$1,179
Shaoxing Shangyu Electric	Active	\$3,705	\$2,176	-	(\$57)	-	-	\$3,705	(\$1,586)	\$2,119

Generated by AssetAccountant™

Page 1 of 2

Name	Status	Opening (Jun 1 2023)		Current Period		Disposal		Closing (Jun 30 2023)		WDV
		Cost	WDV	Acquisitions/Transfers	Depreciation	Proceeds	Profit/Loss	Cost	Accum Depn	
Appl										
Furniture & Fixtures Total		\$65,794	\$33,673	-	(\$617)	-	-	\$65,794	(\$32,737)	\$33,056
Leasehold Improvements										
Leasehold Imp>2019 Balance NO DETAIL	Active	\$1,045,951	\$771,550	-	(\$5,591)	-	-	\$1,045,951	(\$279,992)	\$765,959
Leasehold Improvements Total		\$1,045,951	\$771,550	-	(\$5,591)	-	-	\$1,045,951	(\$279,992)	\$765,959
Machinery & Equipment										
Machinery & Equipment>2019 Balance NO DETAIL	Active	\$732,567	\$381,143	-	(\$21,175)	-	-	\$732,567	(\$372,599)	\$359,968
Machinery & Equipment Total		\$732,567	\$381,143	-	(\$21,175)	-	-	\$732,567	(\$372,599)	\$359,968
Prototypes/Demo Units										
Prototypes/Demos>2019 Balance NO DETAIL	Active	\$216,541	\$16,354	-	(\$909)	-	-	\$216,541	(\$201,096)	\$15,445
Prototypes/Demo Units Total		\$216,541	\$16,354	-	(\$909)	-	-	\$216,541	(\$201,096)	\$15,445
Grand Total		\$2,117,960	\$1,239,640	-	(\$29,734)	-	-	\$2,117,960	(\$908,053)	\$1,209,907

RIDER – 5

MIKU PATENT DOCKET

Patent Applications

Docket	Application Number	Filing Date	Title	Summary	Inventors	Status
MIK-001	17872952	25JUL2022	<i>Presence And Vitals Detection Of Living Subject Using LWR And RADAR Systems</i>	Claims priority to Provisional 63/226703, filed on 28JULY2021	White, Abrams	Filed
MIK-001WO	PCT/US2022/38214	25JUL2022	<i>Presence And Vitals Detection Of Living Subject Using LWR And RADAR Systems</i>	PCT Application	White, Abrams	National foreign filing deadline 28JAN2024
MIK-002	17/887426	13AUG2022	<i>Living Subject Identification Using Image/Video Discriminator For RADAR Systems</i>	Claims priority to provisional 63/233388 filed on 16August2021	White, Abrams	Filed
MIK-002WO	PCT/US2022/040235	12AUG2022	<i>Living Subject Identification Using Image/Video Discriminator For RADAR Systems</i>	PCT Application	White, Abrams	National foreign filing deadline 16FEB2024
MIK-003	17/902566	2SEP2022	<i>System And Method For Controlling A Bedroom Environment Control Using A Sleep Tracking System</i>	Claims priority to provisional 63/241539, filed on 8September2021	White, Abrams	Filed
MIK-003WO	PCT/US2022/042515	2SEP2022	<i>System And Method For Controlling A Bedroom Environment Control Using A Sleep Tracking System</i>	PCT Application	White, Abrams	National foreign filing deadline 8MAR2024

Confidential Property of Miku, Inc.
March 12, 2023

MIK-004	17/989804	18NOV2022	<i>Method And System For Non-Invasive Detection Of A Living Subject's Blood Oxygen Saturation</i>	Claims priority to provisional 63/281695, filed on 21 November 2021	White, Abrams	Filed
MIK-004WO	PCT/US2022/050257	17NOV2022	<i>Method And System For Non-Invasive Detection Of A Living Subject's Blood Oxygen Saturation</i>	PCT Application	White, Abrams	National foreign filing deadline 21 MAY 2024

Confidential Property of Miku, Inc.
March 12, 2023

Title	Patent/Appl #	Country	Docket No.	Status
Baby Monitor	10,825,314	US	EGW-285	PATENT GRANTED Patent issued on 11/03/2020; first maintenance fee due May 3, 2024
System and Method for Monitoring Life Signs of a Person	16/239,501	US	Miku-2	PENDING On appeal, awaiting decision by Board of Appeals
	201980011948.8	China	Miku-2PCT-CN	PENDING Response to Office Action submitted in January, awaiting Examiner's response.
	62021029270.7	HK	Miku-2PCT-HK	PENDING HK application is reliant upon CN application; will proceed to grant if CN application proceeds to grant.
	3087705	Canada	Miku-2PCT-CA	PENDING ; examination request can be filed at any time, final deadline is January 7, 2024.
	MX/a/2020/007058	Mexico	Miku-2PCT-MX	PENDING Examination has been requested; application in queue for examination.
System and Method for Monitoring a Person for Signs of Sickness	17/003,773	US	Miku-3	PENDING On appeal, awaiting decision by Board of Appeals
System and Method for Providing Biofeedback Controls to Various Media Based Upon the Remote Monitoring of Life Signs	17/013,206	US	Miku-5	PENDING Office Action received, response due June 1, 2023
Non-Disruptive Monitor System	9,794,526	US	Miku-274	PATENT GRANTED Patent issued on 10/17/2017; first maintenance fee due April 17, 2025

Monitor Stand	29/808,612	US	Miku-7	PATENT GRANTED
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Trademark	Appl/Reg No.	Filing/Reg. Date	Class	Status
Miku (word)	6,964,719	January 24, 2023	009, 035, 042	REGISTERED Registered on January 24, 2023, Declaration of Continued Use due January 24, 2029.
Miku (word)	6,356,723	May 18, 2021	009, 010	REGISTERED Registered on May 18, 2021, Declaration of Continued Use due May 18, 2027
MikuCare	97/478,482	June 27, 2022	042	PENDING Opposition Period complete, no oppositions filed. Notice of Allowance expected shortly
MikuCare	6,267,080	February 9, 2021	009	REGISTERED Registered on February 9, 2021, Declaration of Continued Use due February 9, 2027.
Miku (logo)	97/320,371	March 18, 2022	042	PENDING Opposition Period complete, no oppositions filed. Notice of Allowance expected shortly.
Miku (logo)	5,808,225	July 16, 2019	009, 035	REGISTERED Registered on July 16, 2019, Declaration of Continued Use due July 16, 2025
Miku (logo)	6,356,724	May 18, 2021	009, 010	REGISTERED Registered on May 18, 2021, Declaration of Continued Use due May 18, 2027
The Brightest Mind in Monitoring	97/765,081	January 23, 2023	035, 042	PENDING Application awaiting examination
The Brightest Mind in Monitoring	6,181,752	October 20, 2020	009	REGISTERED Registered on October 20, 2020, Declaration of Continued Use due October 20, 2026
SensorFusion	6,714,688	April 26, 2022	009	REGISTERED Registered on April 26, 2022, Declaration of Continued Use due April 26, 2028

Miku International Trademarks as of April 12, 2023

Miku (word) – International Registration No. 1418109 and National Registrations in Canada, Hong Kong, United Kingdom

Country	Status
AU	Statement of Grant issued in Classes 09, 35 and 42
CA	Registration issued in Classes 09, 35 and 42
CH	Statement of Grant issued in Classes 09, 35 and 42
CN	Statement of Grant issued in Class 42
EU	Statement of Grant issued in Classes 09, 35 and 42
GB	Statement of Grant cloned in classes 09, 35, 42
HK	Registration issued in Classes 09, 35 and 42
IL	Statement of Grant issued in Classes 09, 35 and 42
IN	Statement of Grant issued in Classes 09, 35 and 42
IS	Statement of Grant issued in Classes 009 and 042
JP	Statement of Grant issued in Classes 09, 35 and 42
KR	Registration issued in Class 09, 35, and 42
MX	Statement of Grant issued in Classes 009 and 035
NO	Statement of Grant issued in Classes 09, 35 and 42
NZ	Statement of Grant issued in Classes 09, 35 and 42
RU	Statement of Grant issued in Classes 09, 35 and 42

Miku (logo) International Registration No. 1467359 and National Registrations in Canada and United Kingdom

Country	Notification Received
AU	Statement of Grant issued in Classes 09 and 35
CA	Registration issued in Classes 09, 35 and 42
CH	Statement of Grant issued in Classes 09 and 35
CN	Statement of Grant issued in Class 09
EU	Statement of Grant issued in Classes 09 and 35
GB	Statement of Grant cloned in classes 09, 35 and 42
IL	Statement of Grant issued in Classes 09 and 35
IN	Statement of Grant issued in Classes 09 and 35
IS	Statement of Grant issued in Classes 09
JP	Statement of Grant issued in Classes 09 and 35
KR	Statement of Grant issued in Classes 09 and 35
MX	Statement of Grant issued in Classes 09 and 35
NO	Statement of Grant issued in Classes 09 and 35
NZ	Statement of Grant issued in Classes 09 and 35
RU	Statement of Grant issued in Classes 09 and 35

Mikucare – International Registration No. 1444839

Country	Notification Received
AU	Statement of Grant issued in Class 09
CH	Statement of Grant issued in Class 09
CN	Statement of Grant issued in Class 09
EU	Statement of Grant issued in Class 09
IL	Statement of Grant issued in Class 09
IN	Statement of Grant issued in Class 09
IS	Statement of Grant issued in Class 09
JP	Statement of Grant issued in Class 09
KR	Total Refusal; may wish to re-file now that cancellation proceedings are complete
MX	Statement of Grant issued in Class 09
NO	Statement of Grant issued in Class 09
NZ	Statement of Grant issued in Class 09
RU	Statement of Grant issued in Class 09

Mikucare –National Applications

Country	Status
AU	Registered in Classes 35 and 42 Registration No. 2311640
CA	Registered in Classes 9, 35 and 42 Registration No. TMA1137955
CH	Registered in Classes 35 and 42 Registration No. 788911
CN	National Application No. G1444839 being examined. Class 42
EU	Registered in Class 42 Registration No 018788013
GB	Registered in Classes 09 and 42 Registration No. UK00801444839
HK	Registered in Classes 9, 35 and 42 Registration No. 304585564
IL	Registered in Classes 35 and 42; Registration No. 357441
IN	National Application No. 5666049 being examined. Classes 35 and 42
IS	National application published, in Opposition Period until 5/15/23; No. V0128098 (class 42 only)
JP	Awaiting Registration Certificate in Classes 35 and 42; Nos. 2022-124545
MX	Awaiting Registration Certificate in Classes 35 and 42; Nos. 2040325, 2040326
NO	Awaiting Registration Certificate in Classes 35 and 42; Application No. 202214653
NZ	Registered in Classes 35 and 42 Registration No. 1223111
RU	Awaiting Registration Certificate in Classes 35 and 42; Application No. 2022777318

Fill in this information to identify the case:

Debtor name Miku, Inc.

United States Bankruptcy Court for the: DISTRICT OF NEW JERSEY

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/22

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

☐ None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year

From the beginning of the fiscal year to filing date:
From 1/01/2023 to **Filing Date**

Sources of revenue
Check all that apply

☒ Operating a business
☐ Other _____

Gross revenue
(before deductions and exclusions)

\$2,668,360.00

For prior year:
From 1/01/2022 to 12/31/2022

☒ Operating a business
☐ Other _____

\$9,360,945.00

For year before that:
From 1/01/2021 to 12/31/2021

☒ Operating a business
☐ Other _____

\$8,737,792.00

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

☒ None.

Description of sources of revenue

Gross revenue from each source
(before deductions and exclusions)

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None.

Creditor's Name and Address

Dates

Total amount of value

Reasons for payment or transfer
Check all that apply

Debtor **Miku, Inc.**

Case number (if known) _____

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. See Attached Rider - 1		\$0.00	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$7,575. (This amount may be adjusted on 4/01/25 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☒ None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
7.1. Ben Clardy, et al v. Miku, Inc. 23STCV15456	Class Action Compliant alleging Breach of Implied Warranty, Unfair Competition, Breach of Contract	Superior Ct. of CA, Cty of Los Angeles	<input checked="" type="checkbox"/> Pending <input type="checkbox"/> On appeal <input type="checkbox"/> Concluded

8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

Debtor **Miku, Inc.**

Case number (if known)

☒ None**Part 4: Certain Gifts and Charitable Contributions**

9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
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Part 5: Certain Losses

10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred	Amount of payments received for the loss If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received. List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).	Dates of loss	Value of property lost
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Part 6: Certain Payments or Transfers

11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None.

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. Duane Morris LLP One Riverfront Plaza 1037 Raymond Blvd., Suite 1800 Newark, NJ 07102-5429		July 21, 2023	\$75,000.00

Email or website address

Who made the payment, if not debtor?

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
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13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

Debtor **Miku, Inc.** Case number (if known) _____

☒ None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
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Part 7: Previous Locations

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☒ Does not apply

Address	Dates of occupancy From-To
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Part 8: Health Care Bankruptcies

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:
 - diagnosing or treating injury, deformity, or disease, or
 - providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.
☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
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Part 9: Personally Identifiable Information

16. Does the debtor collect and retain personally identifiable information of customers?

- ☐ No.
☒ Yes. State the nature of the information collected and retained.

Customer name and email addresses

Does the debtor have a privacy policy about that information?

- ☒ No
☐ Yes

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☐ No. Go to Part 10.
☒ Yes. Does the debtor serve as plan administrator?

☐ No Go to Part 10.

☒ Yes. Fill in below:

Name of plan	Employer identification number of the plan EIN:
401K	48-1304650

Has the plan been terminated?

- ☒ No
☐ Yes

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

Debtor **Miku, Inc.**

Case number (if known)

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
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19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Does debtor still have it?
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20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☐ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
ShipCalm Carlsbad CA Warehouse 2882 Whiptall Loop E., #150 Carlsbad, CA 92010	Debtor and ShipCalm	Inventory	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes
ShipCalm Indiana Warehouse 8377 Camby Road Plainfield, IN 46168	Debtor and ShipCalm	Inventory	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own**21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None
Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

Debtor **Miku, Inc.**

Case number (if known)

- ☐ No.
- ☐ Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
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23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- ☐ No.
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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24. Has the debtor notified any governmental unit of any release of hazardous material?

- ☐ No.
- ☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☐ None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.	Dates business existed
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26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- ☐ None

Name and address	Date of service From-To
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26a.1. **KeptPro, LLC**
600 B Street
Suite 300
San Diego, CA 92101

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- ☐ None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- ☐ None

Name and address	If any books of account and records are unavailable, explain why
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26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

- ☐ None

Debtor **Miku, Inc.**

Case number (if known)

Name and address**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- ☒ No
- ☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory**Date of inventory****The dollar amount and basis (cost, market, or other basis) of each inventory****28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.**

Name	Address	Position and nature of any interest	% of interest, if any
Jonathan D. Pollock Family Trust	c/o North Audley Street LLC 44 Skymeadow Drive Stamford, CT 06903	Investor	21%
Name	Address	Position and nature of any interest	% of interest, if any
W67 LLC	c/o North Audley Street LLC 44 Skymeadown Drive Stamford, CT 06903	Investor	32.2%
Name	Address	Position and nature of any interest	% of interest, if any
Eric White		Director, Chief Product Officer	8.43%
Name	Address	Position and nature of any interest	% of interest, if any
Johann Fernando		Director, Chief Executive Officer	5.89%

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- ☐ No
- ☒ Yes. Identify below.

Name	Address	Position and nature of any interest	Period during which position or interest was held
Thomas Tullie		Chairman of the Board	5.98%
Name	Address	Position and nature of any interest	Period during which position or interest was held
Colt Seman		Chief Marketing Officer	4.9%
Name	Address	Position and nature of any interest	Period during which position or interest was held
Tony Fu		Chief Financial Officer	

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

Debtor **Miku, Inc.**

Case number (if known)

- ☒ No
☐ Yes. Identify below.

Name and address of recipient

Amount of money or description and value of property

Dates

Reason for providing the value

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- ☒ No
☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- ☒ No
☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

Debtor Miku, Inc.

Case number (if known) _____

Part 14: Signature and Declaration

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on August 14, 2023

/s/ Johann Fernando Johann Fernando
Signature of individual signing on behalf of the debtor Printed name

Position or relationship to debtor CEO

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☒ No

☐ Yes

RIDER – 1

Vendor	Payment amount	Process date
Cohn Reznick	5,800.00	08/14/2023
Jessica Reyes	1,050.00	08/14/2023
Pablo Gabilondo	1,000.00	08/14/2023
Shipcalm LLC	25,943.21	08/14/2023
IPFS Corporation of California	3,811.39	08/11/2023
Racha Consulting, LLC	5,187.50	08/11/2023
Colt Seman	1,840.08	08/09/2023
Erika Green	700.00	08/09/2023
IPFS Corporation of California	6,095.11	08/09/2023
Johl & Co	16,168.00	08/09/2023
Megan Le Bas	825.00	08/09/2023
Richard Hoffman Jr.	295.00	08/09/2023
Robert Chichester - EE	265.46	08/09/2023
Shipcalm LLC	103,668.68	08/09/2023
Thomas Tullie	2,559.10	08/09/2023
Fedex - ACH	9.20	08/08/2023
Fedex - ACH	1,295.27	08/08/2023
Fedex - ACH	1,504.39	08/08/2023
Fedex - ACH	778.20	08/08/2023
Fedex - ACH	338.69	08/08/2023
Fedex - ACH	428.45	08/08/2023
Fedex - ACH	2,357.45	08/08/2023
kept.pro, LLC	1,687.50	08/08/2023
kept.pro, LLC	1,687.50	08/07/2023
kept.pro, LLC	7,897.00	08/02/2023
ID.ME, Inc.	6.00	08/01/2023
Joel Rodriguez	21.30	08/01/2023
Liberty Mutual Insurance	2,911.50	08/01/2023
Meadow Lane Group LLC	1,500.00	08/01/2023
Meadow Lane Group LLC	2,000.00	08/01/2023
Robert Chichester - EE	2,402.10	08/01/2023
IPFS Corporation of California	3,811.39	07/31/2023
Singer Associates Inc.	19,845.00	07/31/2023
Racha Consulting, LLC	5,375.00	07/28/2023
Flexport International LLC - Auto ACH	5.14	07/27/2023
Duane Morris LLP	75,000.00	07/21/2023
Richard Hoffman Jr.	7,579.00	07/21/2023
Shipcalm LLC	12,268.43	07/21/2023
Shipcalm LLC	12,268.43	07/21/2023
Tradeport USA, LLC	11,917.72	07/21/2023
Tradeport USA, LLC	11,917.72	07/21/2023
Barry Weinstein	5,713.56	07/20/2023

Vendor	Payment amount	Process date
Neal Nakra	10,800.00	07/14/2023
Racha Consulting, LLC	4,075.00	07/14/2023
Smartsheet	1,500.00	07/14/2023
Richard Hoffman Jr.	6,885.00	07/13/2023
Shipcalm LLC	12,711.30	07/13/2023
Sophie Buechert	2,337.00	07/13/2023
Flexport International LLC - Auto ACH	5,115.57	07/11/2023
RSP Inc.	159.37	07/11/2023
Colt Seman	1,840.08	07/07/2023
Aaryn Poche	835.49	07/06/2023
Ad.net, Inc.	486.80	07/06/2023
Arrow Electronics Inc	21.27	07/06/2023
Flexport International LLC - Auto ACH	500.00	07/06/2023
ID.ME, Inc.	91.00	07/06/2023
IPFS Corporation of California	6,095.11	07/06/2023
Linsy Wade - EE	1,681.11	07/06/2023
Meadowlark Consulting Group	7,500.00	07/06/2023
Miller Barondess LLP	6,772.50	07/06/2023
Shipcalm LLC	14,012.24	07/06/2023
The Bluebird Group LLC	750.00	07/06/2023
Flexport International LLC - Auto ACH	500.00	07/05/2023
Flexport International LLC - Auto ACH	500.00	07/05/2023
kept.pro, LLC	862.50	07/05/2023
kept.pro, LLC	7,897.00	07/05/2023
Toptal LLC - Auto ACH	11,314.08	07/05/2023
Toptal LLC - Auto ACH	11,314.08	07/05/2023
Fedex - ACH	16.88	07/03/2023
Fedex - ACH	6,312.26	07/03/2023
Fedex - ACH	10,376.51	07/03/2023
Fedex - ACH	4,710.24	07/03/2023
Fedex - ACH	28.89	07/03/2023
Fedex - ACH	9.20	07/03/2023
Fedex - ACH	248.98	07/03/2023
Fedex - ACH	4,051.85	07/03/2023
Fedex - ACH	9.20	07/03/2023
Racha Consulting, LLC	6,037.50	06/30/2023
Brian Fallon Inc.	16,400.00	06/28/2023
IPFS Corporation of California	3,811.39	06/28/2023
Jock Thompson EE - WIRE	2,672.92	06/28/2023
Shipcalm LLC	22.83	06/28/2023
Shipcalm LLC	18,448.53	06/28/2023
Tradeport USA, LLC	4,495.01	06/28/2023

Vendor	Payment amount	Process date
Persient LLC	20,000.00	06/23/2023
Richard Hoffman Jr.	5,192.00	06/23/2023
Shipcalm LLC	53,998.16	06/23/2023
The Krinsky Company	14,500.00	06/23/2023
Thundercomm IOT Technology Hong Kong Co.,Ltd. - WIRE	100,000.00	06/23/2023
Thundercomm IOT Technology Hong Kong Co.,Ltd. - WIRE	188,792.00	06/23/2023
Johl & Co	18,936.74	06/20/2023
Toptal LLC - Auto ACH	11,314.08	06/20/2023
Toptal LLC - Auto ACH	11,314.08	06/20/2023
Alyssa Williams	500.00	06/16/2023
Brian Fallon Inc.	14,900.00	06/16/2023
Bridney Hergert	1,005.52	06/16/2023
Greenberg Traurig LLP	28,905.90	06/16/2023
Input Logic Inc. - USD Bill	8,400.00	06/16/2023
Linsy Wade - EE	1,681.11	06/16/2023
Racha Consulting, LLC	9,375.00	06/16/2023
Richard Hoffman Jr.	2,764.00	06/16/2023
Shipcalm LLC	53,177.34	06/16/2023
ZTA Consulting LLC	1,500.00	06/16/2023
Asia Quality Focus - Wire	298.00	06/15/2023
Ad.net, Inc.	1,626.39	06/07/2023
Alvin Fuentes	1,359.78	06/07/2023
Colt Seman	1,840.08	06/07/2023
Frances Gatta - WIRE	2,500.00	06/07/2023
Growth Machine	1,000.00	06/07/2023
Jaliya Davis	500.00	06/07/2023
LMG Strategic Communications, LLC	750.00	06/07/2023
Megan Le Bas	825.00	06/07/2023
Michaela Maffe	950.00	06/07/2023
Miller Barondess LLP	20,767.50	06/07/2023
Shipcalm LLC	71,960.55	06/07/2023
The Trapp Haus	650.00	06/07/2023
kept.pro, LLC	1,575.00	06/06/2023
kept.pro, LLC	7,897.00	06/05/2023
Aaryn Poche	835.49	06/01/2023
AMDX LLC	5,062.48	06/01/2023
Flexport International LLC - Auto ACH	845.00	06/01/2023
ID.ME, Inc.	102.00	06/01/2023
Megan Le Bas	1,650.00	06/01/2023
Persient LLC	20,000.00	06/01/2023
Prism Fly, LLC	1,000.00	06/01/2023
Richard Hoffman Jr.	4,890.00	06/01/2023

Vendor	Payment amount	Process date
The Last Layer	10,050.00	06/01/2023
Tradeport USA, LLC	4,098.84	06/01/2023
Woodbridge Office Tower, L.L.C - WIRE	12,243.68	06/01/2023
Aliyev Elvin Eikhan Oglu - WIRE	3,000.00	05/31/2023
BDO Canada LLP - WIRE	202.62	05/31/2023
Fedex - ACH	13.24	05/31/2023
Fedex - ACH	1,638.09	05/31/2023
Fedex - ACH	239.27	05/31/2023
Fedex - ACH	48.94	05/31/2023
Fedex - ACH	256.88	05/31/2023
Fedex - ACH	2,598.98	05/31/2023
Fedex - ACH	1,444.50	05/31/2023
Fedex - ACH	133.81	05/31/2023
Fedex - ACH	1,585.00	05/31/2023
Nukk-Freeman & Cerra, P.C.	1,995.00	05/31/2023
Jock Thompson EE - WIRE	2,672.92	05/25/2023
Asharel Chastain	500.00	05/24/2023
Christine Hogg	1,960.00	05/24/2023
Effectual Inc	102,023.09	05/24/2023
Elizabeth Zanin Flanagan	97.61	05/24/2023
Hyman, Phelps & McNamara	1,365.00	05/24/2023
Jaclyn Ganshirt	194.24	05/24/2023
Kristin O'Toole	2,300.00	05/24/2023
Lauren Meadows	1,200.00	05/24/2023
Le Bas Films	550.00	05/24/2023
LMG Strategic Communications, LLC	6,500.00	05/24/2023
Megan Le Bas	2,475.00	05/24/2023
Mishaela K. Mouchett	500.00	05/24/2023
Pelican Quality Advisory LLC	3,375.00	05/24/2023
Rakuten Marketing LLC	2,255.07	05/24/2023
Richard Hoffman Jr.	5,422.00	05/24/2023
Saira Steelman	1,800.00	05/24/2023
Shipcalm LLC	30,095.59	05/24/2023
Shipcalm LLC	54,175.66	05/24/2023
TForce Worldwide Inc.	1,023.75	05/24/2023
Toptal LLC - Auto ACH	11,314.08	05/24/2023
Toptal LLC - Auto ACH	11,314.08	05/24/2023
Nukk-Freeman & Cerra, P.C.	15,132.50	05/23/2023
Johl & Co	4,065.60	05/19/2023
Johl & Co	12,217.88	05/19/2023

**United States Bankruptcy Court
District of New Jersey**

In re **Miku, Inc.**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Aaryn Brittany Poche		3,146	
Alanis Brianne Cheek		565	
Alex Daro		400	
Alex Parisi		7,847	
Alex Pattis		418	
Alex Razzano		400	
Allon Yosha		334	
Andrew F. Marks		334	
Andrew Gallerstein		13,078	
Andrew Kamp		8,558	
Antonio Tambunan		3,802	
Anvar Bagiyev		10,698	
Ashley Coman		5,231	
Ashridge LTD		8,011	

In re: Miku, Inc. Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Autumn Communications		1,378	
Benjamin Levin		835	
Blair Cannon		1,521	
Bradlee Fuelling		563	
Brandon M. Spelke		509	
Brener International Group, LLC		668	
Cambridge Way Ventures LLC		978	
Cameron Alexander		3,913	
Chris Reis		21	
Christopher John Antonino		439	
Colt Seman		261,567	
Daniel Gould		964	
Daniel L. Mayer		501	
Dave Abrams		1,003	
David Eason Smith		8,560	

In re: **Miku, Inc.**

Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
David S. Nagelberg		16	
David S. Nagelberg 2003 Revocable Trust		1,486	
David Stanwell		9,511	
Donald Heitman		401	
Donovan Child		563	
Drew Figdor		4,527	
Eileen Robin Lilley MD		4,272	
Emmett Partners Impact Fund I, L.P.		8,870	
Epilepsy Ventures Fund, LLC		32,708	
Eric G. White		449,149	
Federico Guerrero-Reyes		26,157	
Ferlise and Associates LLC Pension Plan		2,626	
FounderMark, Inc.		1,209	
HB Investments, LLC		1,336	
Jack Huston		4,928	

In re: **Miku, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jacqueline Winkelmann		668	
James Ng		668	
Jamie McCourt		4,693	
Jared Hoellein		565	
Jenna L. Spelke		509	
Jennifer Gross		51	
Jennifer Gross 2010 Irrevocable Trust U/		4,966	
Jennifer Perez		2,574	
Jeremy Ferrell		13,942	
Jessica Aletta		5,352	
Johann Fernando		313,880	
John Cusumano		668	
John Peloquin		334	
Jonathan D. Pollock 2012 Family Trust da		1,119,778	
Jonathan Lewin		334	

In re: **Miku, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jonathan Simhaee		167	
Joseph Aletta		10,939	
Joseph Hayo		1,670	
Kalyan Latchamsetty		947	
Kaplan Family Trust		2,003	
Kate McLamb		10	
Kenneth S. Ziman		3,299	
Kevin Degnan		7,010	
Kevin Quidor		5,231	
Kimberly Martin		563	
Klaus Rosburg		66	
Lance DeGroot		1,710	
Layla Kalin		5,873	
Linsy Wade		5,352	
Lisa Homampour		4,390	

In re: **Miku, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Logan Paul		1,336	
Lorenzo Francis Allas		13,078	
Mark and Kathleen Bowles Family Trust		501	
Marla Seldes 2016 Trust		3,338	
Marsha Weidman		501	
Matt Hayden		1,670	
Matthew DeZaio		52,313	
Max Keble-White		1,002	
Meagan Shan		40	
Michael George Antonino		439	
Michael Horowitz		268	
Michael Segerman		855	
Michaelah Washington		565	
Miguel Rojas		2,574	
Miku Investment Holdings LLC		8,870	

In re: **Miku, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Mohsin Meghji		2,252	
Nathan Hall		13,078	
Neil Nakra		2,066	
Nijmeh Abed		2,574	
Noel Witcosky		13,078	
Octavia Spencer		27,137	
Pascal Guillot		8,558	
Paul Dupiano		5,068	
Phil Sarna		983	
Porter Gale		80	
Princeton Growth Accelerator		668	
R.J. Chichester and Carol M. Chichester,		450	
Raz Winiarsky		1,612	
Richard Hoffman		1,250	
Rob Gries		10,698	

In re: **Miku, Inc.**

Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Robert Chichester		25,706	
Robert Martinez		10,603	
Robert Mayer		8	
Ron Vianu		1,002	
Sam Weidman		501	
Schuster Tanger		334	
Scott Ashline		2,998	
Scott M. Kurtz		1,972	
Scott McDonald		400	
Scott S. Braun		334	
Seth Grossman		167	
Shahin Daneshuer		1,336	
Stable Road Capital LLC		4,435	
Steven Horowitz		376	
Steven Izen		5,263	

In re: **Miku, Inc.**

Debtor(s)

Case No. _____

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Strat VC Investor LLC		1,336	
Susan Geers		565	
Tanzin Capital LLC		1,336	
Tarek Rahman		4,379	
Tassen Manzoor		26,156	
Tatiana Arana		565	
Terry B. Haahr		16	
Terry B. Haahr IRAT		1,486	
The Elastyk Group LLC		374	
The Ellen V Mayer Trust Dtd 11/2/94		668	
The Ferrell Group		401	
The Grieco Family Trust, dated July 9, 2		2,583	
The Rosser Living Trust		835	
Thomas and Judith Tullie Family Trust da		11,787	
Thomas Attonito		668	

In re: Miku, Inc. Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Thomas L. Tullie Generations Trust		20,984	
Thomas Tullie		318,619	
Tina Kearns		13,078	
Tony Fu		52,313	
TQ Ventures LLC		5,844	
Transult, Inc.			
Trenton Robinson		565	
Triple R Ventures LLC		5,341	
Vagmin Vora		167	
Vlad Moshe		168	
W67, LLC		1,715,845	
Woodbridge Holdings, Inc.		175,276	
Yanir Hirshberg		29	

In re: Miku, Inc. Case No. _____
Debtor(s)

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date August 14, 2023 Signature /s/ Johann Fernando *Johann Fernando*
Johann Fernando

Penalty for making a false statement of concealing property Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

RIDER – 1

Miku, Inc. Summary Cap Table

As of 08/10/2023 • Generated by Eric White (eric@mikucare.com) at 08/10/2023 02:41:38

	Shares Authorized	Shares Issued and Outstanding	Fully Diluted Shares	Fully Diluted Ownership
Common Stock classes				
Common (CS) Stock	5,695,282	250,167	250,167	4.696%
Total Common Stock issued and outstanding			250,167	4.696%
Preferred Stock classes				
Series Seed Preferred (PS) Stock				.000%
Series A-1 Preferred (PA1) Stock				.000%
Series A-2 Preferred (PA2) Stock				.000%
Junior Preferred Stock (PJ) Stock	601,653	412,449	412,449	7.742%
Series B Preferred (PB) Stock	3,078,566	2,718,768	2,718,768	51.031%
Total Preferred Stock issued and outstanding			3,131,217	58.772%
Convertibles				
CN Notes (CN)				
A Notes (A)				
Total Convertibles issued				
2018 Stock Plan	1,954,101			
RSAs not purchased				.000%
Options and RSUs issued and outstanding			1,624,550	30.492%
Shares available for issuance under the plan			321,781	6.040%
Totals			5,327,715	100.000%

Miku, Inc. Intermediate Cap Table

As of 08/10/2023 - Generated by Eric White (eric@mikucare.com) at 08/10/2023 02:41:38

Name	Common (CS)	Series Seed Preferred (PS)	Series Seed Preferred (PS) 1:1 Conversion Ratio	Series A 1 Preferred (PA1)	Series A 1 Preferred (PA1) 1:1 Conversion Ratio	Series A 2 Preferred (PA2)	Series A 2 Preferred (PA2) 1:1 Conversion Ratio	Junior Preferred Stock (PJ)	Junior Preferred Stock (PJ) 1:1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1:1 Conversion Ratio	Options and RSU's Outstanding Under 2018 Stock Plan	Outstanding Shares	Fully Diluted Shares	Outstanding Ownership	Fully Diluted Ownership
Alex Pattis	418												418	418	.012%	.008%
Antonio Tambunan	3 802												3 802	3 802	.112%	.071%
Autumn Communications								334	334	1 044	1 044		1 378	1 378	.041%	.026%
Benjamin Levin	835												835	835	.025%	.016%
Blair Cannon								499	499	1,013	1,013	9	1,512	1,521	.045%	.029%
Daniel Gould	954											10	954	964	.028%	.018%
David Stanwell								2,891	2,891	6,220	6,220	400	9,111	9,511	.269%	.179%
Eileen Robin Lilley MD								1,002	1,002	3,270	3,270		4,272	4,272	.126%	.080%
Emmett Partners Impact Fund I L.P.	8 870												8 870	8 870	.262%	.166%
Epilepsy Ventures Fund LLC										32 708	32 708		32 708	32 708	.967%	.614%
Ferlise and Associates LLC Pension Plan	2 626												2 626	2 626	.078%	.049%
Jack Huston	4,477											451	4 477	4 928	.132%	.092%
Jamie McCourt	4,645											48	4,645	4,693	.137%	.088%
Jenn fer Gross 2010 Irrevocable Trust U/A dtd	4,966												4,966	4,966	.147%	.093%
Jonathan D. Pollock 2012 Family Trust dated I								70,094	70,094	1,049,684	1,049,684		1,119,778	1,119,778	.33,116%	.21,018%
Joseph Aletta	1,748											9,191	1,748	10,939	.052%	.026%
Joseph Hayo	1 670												1 670	1 670	.049%	.031%
Kalyan Latchamsetty	937											10	937	947	.028%	.018%
Layla Kalin	5 873												5 873	5 873	.174%	.110%
Lisa Homampour	4,390												4 390	4 390	.130%	.082%
Mark and Kathleen Bowles Family Trust	501												501	501	.015%	.009%
Marsha Weidman	501												501	501	.015%	.009%
Matt Hayden	1,670												1,670	1,670	.049%	.031%
Michael Segerman	855												855	855	.025%	.016%
Miku Investment Holdings LLC	8 870												8 870	8 870	.262%	.166%
Octavia Spencer								7 512	7 512	19 625	19 625		27 137	27 137	.803%	.509%
Phil Sarna	969											14	969	983	.029%	.018%
Robert Martinez								3 303	3 303	7 270	7 270	30	10 573	10 603	.313%	.199%
Sam Weidman	501												501	501	.015%	.009%
Scott Ash ine								984	984	1,999	1,999	15	2,983	2,998	.088%	.056%
Stable Road Capital LLC	4,435												4,435	4,435	.131%	.083%
Steven Izen	5,263												5,263	5,263	.156%	.099%
The Grieco Family Trust, dated July 9, 2008	2,583												2,583	2,583	.076%	.048%
Thomas and Judith Tullie Family Trust dated C	2 116							9 671	9 671				11 787	11 787	.349%	.221%
Thomas L. Tu lie Generations Trust										20 984	20 984		20 984	20 984	.621%	.394%
Thomas Tullie												318 619	318 619	.000%	.5,980%	
TQ Ventures LLC	5,844												5 844	5 844	.173%	.110%
W67, LLC								140,894	140,894	1,574,951	1,574,951		1,715,845	1,715,845	.50,744%	.32,206%
Woodbridge Holdings, Inc.	11							175,265	175,265				175,276	175,276	.5,184%	.3,290%
Other common holders	169,837											1,295,753	169,837	1,465,590	.5,023%	.27,509%
Options and RSU's issued and outstanding												1,624,550				
Shares available for issuance under the plan												321,781				6.040%
Fully diluted shares	250,167								412,449		2,718,768	1,946,331		5,327,715		100.000%
Fully diluted ownership	4.696%		.000%		.000%		.000%		7.742%		51.031%	36.532%		100.000%		
Total Shares outstanding	250,167							412,449	12.198%		80.404%		3,381,384		100.000%	
Percentage outstanding	7.398%	.000%		.000%		.000%		12.198%			7.64		100.000%			
Price per share	\$	0.16	\$	0.16	\$	74.90	\$	74.90	\$	59.90	\$	59.90	\$	38.83	\$	38.83

Miku, Inc. Detailed Cap Table

As of 08/10/2023 • Generated by Eric White (eric@mikucare.com) at 08/10/2023 02:41:38

Name	Common (CS)	Junior Preferred Stock (PJ)	Junior Preferred Stock (PJ) 1 1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1 1 Conversion Ratio	Options and RSU's Outstanding Under 2018 Stock Plan	Outstanding Shares	Fully Diluted Shares	Outstanding Ownership	Fully Diluted Ownership
Aaryn Brittany Poche						3,146		3,146	000%	.059%
Alanis Brianne Cheek						565		565	000%	.011%
Alex Daro	400						400	400	012%	.008%
Alex Parisi						7,847		7,847	000%	.147%
Alex Pattis	418						418	418	012%	.008%
Alex Razzano	400						400	400	012%	.008%
Allon Yosha	334						334	334	010%	.006%
Andrew F. Marks						334		334	000%	.006%
Andrew Gallerstein						13,078		13,078	000%	.245%
Andrew Kamp	650					7,908	650	8,558	019%	.161%
Antonio Tambunan	3,802						3,802	3,802	.112%	.071%
Anvar Bagiyev	400					10,298	400	10,698	012%	.201%
Ashley Coman						5,231		5,231	000%	.098%
Ashridge LTD	8,011						8,011	8,011	237%	.150%
Autumn Communications		334	334	1,044	1,044		1,378	1,378	041%	.026%
Benjamin Levin	835						835	835	025%	.016%
Blair Cannon		499	499	1,013	1,013	9	1,512	1,521	045%	.029%
Bradlee Fuelling						563		563	000%	.011%
Brandon M. Spelke	505					4	505	509	015%	.010%
Brener International Group, LLC	668						668	668	020%	.013%
Cambridge Way Ventures LLC	978						978	978	029%	.018%
Cameron Alexander						3,913		3,913	000%	.073%
Chris Reis	21						21	21	001%	.000%
Christopher John Antonino	439						439	439	013%	.008%
Colt Seman	42,150					219,417	42,150	261,567	1 247%	4.910%
Daniel Gould	954					10	954	964	028%	.018%
Daniel L. Mayer	501						501	501	015%	.009%
Dave Abrams	1,003						1,003	1,003	030%	.019%
David Eason Smith	400					8,160	400	8,560	012%	.161%
David S. Nagelberg						16		16	000%	.000%
David S. Nagelberg 2003 Revocable Trust	1,486						1,486	1,486	044%	.028%
David Stanwell		2,891	2,891	6,220	6,220	400	9 111	9 511	269%	.179%
Donald Heitman	401						401	401	012%	.008%
Donovan Child						563		563	000%	.011%
Drew Figdor	4,393					134	4 393	4 527	.130%	.085%
Eileen Robin Lilley MD		1,002	1,002	3,270	3,270		4,272	4,272	.126%	.080%
Emmett Partners Impact Fund I, L.P.	8,870						8,870	8,870	262%	.166%
Epilepsy Ventures Fund, LLC				32,708	32,708		32,708	32,708	967%	.614%
Eric G. White	59,001					390,148	59,001	449,149	1.745%	8.430%
Federico Guerrero-Reyes	400					25,757	400	26,157	012%	.491%
Ferlise and Associates LLC Pension Plan	2,626						2,626	2,626	078%	.049%
FounderMark, Inc.	1,209						1,209	1,209	036%	.023%
Haahr RAT Terry B.	1 486						1 486	1 486	044%	.028%
HB Investments, LLC	1,336						1,336	1,336	040%	.025%
Jack Huston	4,477					451	4,477	4,928	.132%	.092%
Jacqueline Winkelman	668						668	668	020%	.013%
James Ng	668						668	668	020%	.013%

Miku, Inc. Detailed Cap Table

As of 08/10/2023 • Generated by Eric White (eric@mikucare.com) at 08/10/2023 02:41:38

Name	Common (CS)	Junior Preferred Stock (PJ)	Junior Preferred Stock (PJ) 1 1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1 1 Conversion Ratio	Options and RSU's Outstanding Under 2018 Stock Plan	Outstanding Shares	Fully Diluted Shares	Outstanding Ownership	Fully Diluted Ownership
Jamie McCourt	4,645					48	4,645	4,693	.137%	.088%
Jared Hoellein						565		565	.000%	.011%
Jenna L. Spelke	505					4	505	509	.015%	.010%
Jennifer Gross						51		51	.000%	.001%
Jennifer Gross 2010 Irrevocable Trust U/A dtc	4,966						4,966	4,966	.147%	.093%
Jennifer Perez						2,574		2,574	.000%	.048%
Jeremy Ferrell						13,942		13,942	.000%	.262%
Jessica Aletta						5,352		5,352	.000%	.100%
Johann Fernando						313,880		313,880	.000%	5.891%
John Cusumano	668						668	668	.020%	.013%
John Peloquin	334						334	334	.010%	.006%
Jonathan D. Pollock 2012 Family Trust dated		70,094	70,094	1,049,684	1,049,684		1,119,778	1,119,778	33.116%	21.018%
Jonathan Lewin	334						334	334	.010%	.006%
Jonathan Simhaee	167						167	167	.005%	.003%
Joseph Aletta	1,748					9,191	1,748	10,939	.052%	.205%
Joseph Hayo	1,670						1,670	1,670	.049%	.031%
Kalyan Latchamsetty	937					10	937	947	.028%	.018%
Kaplan Family Trust	2,003						2,003	2,003	.059%	.038%
Kate McLamb						10		10	.000%	.000%
Kenneth S. Ziman	3,252					47	3,252	3,299	.096%	.062%
Kevin Degnan						7,010		7,010	.000%	.132%
Kevin Quidor						5,231		5,231	.000%	.098%
Kimberly Martin						563		563	.000%	.011%
Klaus Rosburg	66						66	66	.002%	.001%
Lance DeGroot	800					910	800	1,710	.024%	.032%
Layla Kalin	5,873						5,873	5,873	.174%	.110%
Linsy Wade						5,352		5,352	.000%	.100%
Lisa Homampour	4,390						4,390	4,390	.130%	.082%
Logan Paul	1,336						1,336	1,336	.040%	.025%
Lorenzo Francis Allas	450					12,628	450	13,078	.013%	.245%
Mark and Kathleen Bowles Family Trust	501						501	501	.015%	.009%
Marla Seldes 2016 Trust	3,338						3,338	3,338	.099%	.063%
Marsha Weidman	501						501	501	.015%	.009%
Matt Hayden	1,670						1,670	1,670	.049%	.031%
Matthew DeZaio	820					51,493	820	52,313	.024%	.982%
Max Keble-White	1,002						1,002	1,002	.030%	.019%
Meagan Shan	40						40	40	.001%	.001%
Michael George Antonino	439						439	439	.013%	.008%
Michael Horowitz	268						268	268	.008%	.005%
Michael Segerman	855						855	855	.025%	.016%
Michaelah Washington						565		565	.000%	.011%
Miguel Rojas						2,574		2,574	.000%	.048%
Miku Investment Holdings LLC	8,870						8,870	8,870	.262%	.166%
Mohsin Meghji	2,229					23	2,229	2,252	.066%	.042%
Nathan Hall						13,078		13,078	.000%	.245%
Neil Nakra						2,066		2,066	.000%	.039%
Nijmeh Abed	14					2,560	14	2,574	.000%	.048%

Miku, Inc. Detailed Cap Table

As of 08/10/2023 • Generated by Eric White (eric@mikucare.com) at 08/10/2023 02:41:38

Name	Common (CS)	Junior Preferred Stock (PJ)	Junior Preferred Stock (PJ) 1 1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1 1 Conversion Ratio	Options and RSU's Outstanding Under 2018 Stock Plan	Outstanding Shares	Fully Diluted Shares	Outstanding Ownership	Fully Diluted Ownership
Noel Witcosky	400					12,678	400	13,078	012%	.245%
Octavia Spencer		7,512	7,512	19,625	19,625		27,137	27,137	803%	.509%
Pascal Guillot						8,558		8,558	000%	.161%
Paul Dupiano	5,068						5,068	5,068	.150%	.095%
Phil Sarna	969					14	969	983	029%	.018%
Porter Gale	80						80	80	002%	.002%
Princeton Growth Accelerator	668						668	668	020%	.013%
R.J. Chichester and Carol M. Chichester Trus	450						450	450	013%	.008%
Raz Winiarsky						1,612		1,612	000%	.030%
Richard Hoffman						1,250		1,250	000%	.023%
Rob Gries	492					10,206	492	10,698	015%	.201%
Robert Chichester	150					25,556	150	25,706	004%	.482%
Robert Martinez		3,303	3,303	7,270	7,270	30	10,573	10,603	313%	.199%
Robert Mayer						8		8	000%	.000%
Ron Vianu	1,002						1,002	1,002	030%	.019%
Sam Weidman	501						501	501	015%	.009%
Schuster Tanger						334		334	000%	.006%
Scott Ashline		984	984	1,999	1,999	15	2,983	2,998	088%	.056%
Scott M. Kurtz	1,956					16	1,956	1,972	058%	.037%
Scott McDonald	400						400	400	012%	.008%
Scott S. Braun						334		334	000%	.006%
Seth Grossman	167						167	167	005%	.003%
Shahin Daneshuer	1,336						1,336	1,336	040%	.025%
Stable Road Capital LLC	4,435						4,435	4,435	.131%	.083%
Steven Horowitz	372					4	372	376	011%	.007%
Steven Izen	5,263						5,263	5,263	.156%	.099%
Strat VC Investor LLC	1,336						1,336	1,336	040%	.025%
Susan Geers						565		565	000%	.011%
Tanzin Capital LLC	1,336						1,336	1,336	040%	.025%
Tarek Rahman						4,379		4,379	000%	.082%
Tassen Manzoor						26,156		26,156	000%	.491%
Tatiana Arana						565		565	000%	.011%
Terry B. Haahr						16		16	000%	.000%
The Elastyk Group LLC	374						374	374	011%	.007%
The Ellen V Mayer Trust Dtd 11/2/94	668						668	668	020%	.013%
The Ferrell Group	401						401	401	012%	.008%
The Grieco Family Trust, dated July 9, 2008	2,583						2,583	2,583	076%	.048%
The Rosser Living Trust	835						835	835	025%	.016%
Thomas and Judith Tullie Family Trust dated (2,116	9,671	9,671				11,787	11,787	349%	.221%
Thomas Attonito	668						668	668	020%	.013%
Thomas L. Tullie Generations Trust				20,984	20,984		20,984	20,984	621%	.394%
Thomas Tullie						318,619		318,619	000%	5.980%
Tina Kearns						13,078		13,078	000%	.245%
Tony Fu						52,313		52,313	000%	.982%
TQ Ventures LLC	5,844						5,844	5,844	.173%	.110%
Trenton Robinson						565		565	000%	.011%
Triple R Ventures LLC	5,341						5,341	5,341	.158%	.100%

Miku, Inc. Detailed Cap Table

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Name	Common (CS)	Junior Preferred Stock (PJ)	Junior Preferred Stock (PJ) 1 1 Conversion Ratio	Series B Preferred (PB)	Series B Preferred (PB) 1 1 Conversion Ratio	Options and RSU's Outstanding Under 2018 Stock Plan	Outstanding Shares	Fully Diluted Shares	Outstanding Ownership	Fully Diluted Ownership
Vagmin Vora	167						167	167	005%	.003%
Vlad Moshe	168						168	168	005%	.003%
W67, LLC		140,894	140,894	1,574,951	1,574,951		1,715,845	1,715,845	50.744%	32.206%
Woodbridge Holdings, Inc.	11	175,265	175,265				175,276	175,276	5.184%	3.290%
Yanir Hirshberg	29						29	29	001%	.001%
Options and RSU's issued and outstanding						1,624,550				
Shares available for issuance under the plan						321,781		321,781		6.040%
Fully diluted shares	250,167		412,449		2,718,768	1,946,331		5,327,715		100.000%
Fully diluted ownership	4.696%		7.742%		51.031%	36.532%		100.000%		
Total Shares outstanding	250,167	412,449		2,718,768			3,381,384		100.000%	
Percentage outstanding	7.398%	12.198%		80.404%			100.000%			

**United States Bankruptcy Court
District of New Jersey**

In re **Miku, Inc.** Debtor(s) Case No. Chapter **11**

VERIFICATION OF CREDITOR MATRIX

I, the CEO of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **August 14, 2023**

/s/ Johann Fernando

Johann Fernando/CEO

Signer/Title

Johann Fernando

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Woodbridge Office Tower, LLC
c/o Atlantic Realty Development Corp.
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Woodbridge, NJ 07095

Klaus Rosburg

**United States Bankruptcy Court
District of New Jersey**

In re **Miku, Inc.**

Debtor(s)

Case No.

Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Miku, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Jonathan D. Pollock 2012 Family Trust da

W67, LLC

☐ None [*Check if applicable*]

August 14, 2023

Date

/s/ Morris S. Bauer, Esq.

Morris S. Bauer, Esq.

Signature of Attorney or Litigant

Counsel for **Miku, Inc.**

Duane Morris LLP

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